

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware
(State)

Case number (if known): _____

Chapter 11☐ Check if this is an amended filingOfficial Form 201Voluntary Petition for Non-Individuals Filing for
Bankruptcy

04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Destination Maternity Corporation2. All other names debtor used in the last 8 years Cave Springs, Inc.; A Pea in the Pod, Inc.; Motherhood Maternity, Inc.;
Motherhood Maternity Shops, Inc.; Mothers Work, Inc.; Page Boy Co.; 21 Episode USA, Inc.3. Debtor's federal Employer Identification Number (EIN) 13-30455734. Debtor's address **Principal place of business** **Mailing address, if different from principal place of business**232 Strawbridge Drive

Number Street

Number Street

P.O. Box

Moorestown, New Jersey 08057

City State Zip Code

City State Zip Code

Burlington

County

Location of principal assets, if different from principal place of business

Number Street

City State Zip Code

5. Debtor's website (URL) www.destinationmaternity.com6. Type of debtor ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor Destination Maternity Corporation
Name

Case number (if known) _____

7. Describe debtor's business*A. Check One:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4481

8. Under which chapter of the Bankruptcy Code is the debtor filing?*Check One:*

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes.

District _____

When _____

Case number _____

MM/DD/YYYY

If more than 2 cases, attach a separate list.

District _____

When _____

Case number _____

MM/DD/YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

Debtor

See Rider 1

Relationship

Affiliate

District

District of Delaware

When

10/21/2019

List all cases. If more than 1, attach a separate list.

Case number, if known _____

MM / DD / YYYY

Debtor Destination Maternity Corporation
Name

Case number (if known) _____

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number Street

City

State

Zip Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input checked="" type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets (on a consolidated basis)

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Destination Maternity Corporation Case number (if known) _____
 Name

16. Estimated liabilities (on a consolidated basis)

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input checked="" type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/21/2019
 MM/ DD / YYYY

/s/ Dave Helkey

Signature of authorized representative of debtor

Dave Helkey

Printed name

Title Chief Financial Officer

18. Signature of attorney

/s/ Adam G. Landis

Signature of attorney for debtor

Date 10/21/2019

MM/ DD/YYYY

Adam G. Landis

Printed name

Landis Rath & Cobb LLP

Firm name

919 North Market Street, Suite 1800

Number Street

Wilmington

City

Delaware

State

19801-6108

ZIP Code

(302) 467-4400

Contact phone

landis@lrclaw.com

Email address

DE 3407

Bar number

Delaware

State

Official Form 201A (12/15)

[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<p>In re:</p> <p>DESTINATION MATERNITY CORPORATION,¹</p> <p style="text-align: right;">Debtor.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 19-[#####] ()</p> <p>Tax ID. No. 13-30445573</p>
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**Attachment to Voluntary Petition for Non-Individuals Filing for
Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 0-21196

2. The following financial data is the latest available information and refers to the debtor's condition on October 5, 2019.

- | | |
|--|-----------------------|
| a. Total assets | \$ <u>260,198,448</u> |
| b. Total debts (including debts listed in 2.c., below) | \$ <u>244,035,457</u> |
| c. Debt securities held by more than 500 holders | |

	Approximate number of holders:
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____	_____

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Destination Maternity Corporation (5573); DM Urban Renewal, LLC (N/A); and Mothers Work Canada, Inc. (4780). The location of the Debtors' principal place of business is 232 Strawbridge Drive, Moorestown, New Jersey 08057.

secured ☐ unsecured ☐ subordinated ☐ \$ _____
 secured ☐ unsecured ☐ subordinated ☐ \$ _____

d. Number of shares of preferred stock 0
 e. Number of shares common stock 14,225,183

Comments, if any: _____

3. Brief description of debtor's business: The Debtors are a Moorestown, New Jersey-based maternity apparel retailer.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Equity Holders	Address of Equity Holder	Percentage of Equity Held ^[1]
Yeled Invest S.A.	9B, Boulevard Du Prince Henri Luxembourg N4 L-1724	13.4%
Disciplined Growth Investors, Inc.	150 S. Fifth Street Minneapolis, Minnesota 55402	8.9%
Nathan G. Miller	347 Lukes Wood Road New Canaan, Connecticut 06840	6.6%
Royce and Associates, LP	745 Fifth Avenue New York, New York 10151	5.4%
Renaissance Technologies LLC	800 Third Avenue New York, New York 10022	5.1%

^[1] All amounts reflected herein represent percentage of common stock held. Destination Maternity Corporation does not currently have any other classes of stock outstanding.

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware

(State)

Case number (if
known):

Chapter 11

☐ Check if this is an
amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to this chapter 11 case of Debtor Destination Maternity Corporation.

DM Urban Renewal, LLC
Mothers Work Canada, Inc.

Fill in this information to identify the case:Debtor Name: Destination Maternity Corporation, et al.United States Bankruptcy Court for the: District of Delaware

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders¹**12/15**

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Pan Pacific Co. Attn: General Counsel 12, Digital-ro 31-gil Guro-gu Guro-dong 197-21 South Korea	Pan Pacific Co. Attn: General Counsel PHONE: (822) 3494-9240 FAX: (822) 830-1011 EMAIL: simonchong@pti-pacific.com	Trade				\$3,827,090.27
2	United States Customs and Border Protection Attn: Mark A. Morgan 1300 Pennsylvania Ave. NW Washington, DC 20229	United States Customs and Border Protection Attn: Mark A. Morgan PHONE: (202) 344-1040 FAX: EMAIL: hqiprbranch@dhs.gov	Customs and Duties	U			Unliquidated
3	INT S.A. Attn: General Counsel Edificio Tikal Futura, Torre Luna Nivel 17 Calzada Roosevelt 22-43, Zona 11 Guatemala City Guatemala C.A.	INT S.A. Attn: General Counsel PHONE: (502) 2200-2500 FAX: (502) 2440-3879 EMAIL: dykim@intsa.net	Trade				\$1,490,150.28

¹ On a consolidated basis. The information herein shall not constitute an admission of liability by, nor is it binding on, any Debtors with respect to all or any portion of the claims listed below. Moreover, nothing herein shall affect any Debtor's right to challenge the amount or characterization of any claim at a later date.

Debtor Destination Maternity, et al.

Case number (if known) _____

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
4	Wiseknit Factory Attn: General Counsel 7/F., Kwong Loong Tai Industrial Building 1016-1018 Tai Nam Street West Lai Chi Kok Hong Kong	Wiseknit Factory Attn: General Counsel PHONE: (852) 2785-0068 FAX: (852) 2785-0009 EMAIL: victor@wiseknit.com	Trade				\$1,132,813.79
5	Shanghai Silk Group Co, Ltd. (Hood) Attn: General Counsel Room 302 283 Wu Xing Road Shanghai 200030 China	Shanghai Silk Group Co, Ltd. (Hood) Attn: General Counsel PHONE: (862) 1.6466.2288 FAX: (860) 21.6415.7516 EMAIL: joeylou@shsilk.com.cn	Trade				\$1,124,844.88
6	United Parcel Service Attn: General Counsel Hogye-dong, Dongan-gu Anyang-si Gyeonggi-do 14117 555-15 South Korea	United Parcel Service Attn: General Counsel PHONE: 1588-6886 FAX: 02-2022-1150 EMAIL:	Trade				\$1,058,560.52
7	Doolim Corporation/Doolim Binh Chanh Factory Attn: General Counsel Doolim Building, 47, Seong Nae-ro 6-gil Kang Dong-gu Seoul South Korea	Doolim Corporation/Doolim Binh Chanh Factory Attn: General Counsel PHONE: (822) 2224-2000 FAX: (822) 478.8634 EMAIL: danhuh@doolim.com	Trade				\$975,164.28
8	Simon Property Group Attn: General Counsel 225 W Washington Street Indianapolis, IN 46204-3438	Simon Property Group Attn: General Counsel PHONE: FAX: (317) 263-2339 EMAIL: jhermesch@simon.com	Landlord				\$949,286.90
9	Smart Chain Enterprises Attn: General Counsel 9/F, Sing Shun Centre 495 Castle Peak Road Cheung Sha Wan Kowloon Hong Kong	Smart Chain Enterprises Attn: General Counsel PHONE: (852) 2327-6778 FAX: (852) 2320-8363 EMAIL: banny.yu@hanbo.com	Trade				\$874,564.63
10	Seyfarth Shaw, LLP Attn: General Counsel 1075 Peachtree St, N.E. Suite 2500 Atlanta, GA 30309	Seyfarth Shaw, LLP Attn: General Counsel PHONE: (404) 885-1500 FAX: EMAIL: athough@seyfarth.com	Professional Services	C/U/D			Unliquidated

Debtor Destination Maternity, et al.

Case number (if known) _____

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
11	Brookfield Properties Attn: General Counsel 250 Vesey Street 15th Floor New York, NY 10281	Brookfield Properties Attn: General Counsel PHONE: (212) 417-7000 FAX: EMAIL: ladamczykandrea@brookfieldpropertie sretail.com	Landlord				\$657,963.42
12	Merkle, Inc. Attn: Kim Drinker 7001 Columbia Gateway Drive Columbia, MD 21046	Merkle, Inc. Attn: Kim Drinker PHONE: (443) 542-4016 FAX: EMAIL: kdrinker@merkleinc.com	Trade				\$574,865.52
13	Union King Enterprises Attn: General Counsel Flat / RM 201, 2/F Lee Wai Commercial Building 1-3 Hart Avenue, Tsim Sha Tsui Kowloon Hong Kong	Union King Enterprises Attn: General Counsel PHONE: (852) 9555-9818 FAX: EMAIL: ravindran.cs1@unionkingcorp.com	Trade				\$551,916.23
14	Cadwalader, Wickersham & Taft LLP Attn: General Counsel 200 Liberty Street New York, NY 10281	Cadwalader, Wickersham & Taft LLP Attn: General Counsel PHONE: (212) 504-6009 FAX: (212) 504-6666 EMAIL: andre.mentes@cwt.com	Professional Services	C/U/D			Unliquidated
15	Asia Creative Limited/Dora Lau Attn: General Counsel 38/F, Office Tower, Convention Plaza 1 Harbour Road Wanchai Hong Kong	Asia Creative Limited/Dora Lau Attn: General Counsel PHONE: (852) 2882-2411 FAX: (852)-2419-2628 EMAIL: dora@doralinc.com	Trade				\$441,081.56
16	Furi Design Attn: General Counsel Dongguzhan Village Xiashuang Town Chengyang District Qingdao China	Furi Design Attn: General Counsel PHONE: (514) 908-7224 FAX: (514) 908-7225 EMAIL: steven@furidesign.com	Trade				\$411,771.00
17	Parasuco USA Attn: General Counsel c/o Joe Barreca 530 Seventh Avenue Suite 2705 New York, NY 10018	Parasuco USA Attn: General Counsel PHONE: (514) 334-0888 FAX: (514) 334-9833 EMAIL: jbarreca@parasuco.com	Trade				\$396,060.62

Debtor Destination Maternity, et al.

Case number (if known) _____

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
18	Google, LLC Attn: General Counsel 1600 Amphitheatre Parkway Mountain View, CA 94043	Google, LLC Attn: General Counsel PHONE: (650) 253-0000 FAX: (650) 253-0001 EMAIL: hkeklik@google.com	Trade	U			Unliquidated
19	Boutique Global Attn: General Counsel Plot No. 27, Mathura Road Sector 27C Faridabad Haryana 121003 India	Boutique Global Attn: General Counsel PHONE: 919810-358-181 FAX: EMAIL: ajeet@boutique-glb.in	Trade				\$308,189.25
20	Amw Vietnam Company Ltd. Attn: General Counsel B33/II & 34/II 2B ST Vinh LOC IP Binh Tan Dist Ho Chi Minh City Vietnam	Amw Vietnam Company Ltd. Attn: General Counsel PHONE: 8428-37653-264 FAX: 8428-37653-267 EMAIL: stephen@tsfashionsvn.com	Trade				\$289,656.07
21	KSK Pvt Label Attn: General Counsel Dongguzhan Village Xiashuang Town Chengyang District Qingdao China	KSK Pvt Label Attn: General Counsel PHONE: (702) 751-0884 FAX: (702) 751-6787 EMAIL: rick@articlesofsociety.com	Trade				\$265,673.30
22	Imagine! Print Solutions Attn: General Counsel 1000 Valley Park Drive Minneapolis, MN 55379	Imagine! Print Solutions Attn: General Counsel PHONE: (952) 903-4400 FAX: EMAIL: info@imagineps.com	Trade				\$241,424.70
23	National Maintenance Services, Inc. Attn: General Counsel 12 South Dixie Highway Unit #3 Lake Worth, FL 33460	National Maintenance Services, Inc. Attn: General Counsel PHONE: FAX: (561) 253-2419 EMAIL: cfrantz@nationalmaintsvc.com	Trade				\$240,134.82
24	Haines-Center, Florence LLC Attn: General Counsel Whitesell Construction Co. Inc. One Underwood Court Suite 100 Delran, NJ 08075	Haines-Center, Florence LLC Attn: General Counsel PHONE: (856) 764-2600 FAX: (856) 764-8963 EMAIL:	Landlord				\$234,839.47

Debtor Destination Maternity, et al.

Case number (if known) _____

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
25	Supplyone, Inc. Attn: General Counsel 11 Campus Blvd Newton Square, PA 19073	Supplyone, Inc. Attn: General Counsel PHONE: (856) 625-0106 FAX: EMAIL: nbrowne@supplyone.com	Trade				\$231,375.58
26	Cybersource Corporation Attn: General Counsel 901 Metro Center Blvd Foster City, CA 94404	Cybersource Corporation Attn: General Counsel PHONE: (650) 432-7350 FAX: (650) 286-6641 EMAIL: njorgens@visa.com	Trade				\$227,066.70
27	Orient Craft Limited Attn: General Counsel Plot No. 80P, Sector-34 Near Hero Honda Chowk Gurgaon 122001 India	Orient Craft Limited Attn: General Counsel PHONE: 0124-4511300 FAX: 0124-4511330 EMAIL:	Trade				\$226,254.71
28	Everyday Health Media, LI Attn: General Counsel 4 Marshall S. North Adams, MA 01247	Everyday Health Media, LI Attn: General Counsel PHONE: (413) 473-0038 FAX: (413) 346-6134 EMAIL: jmoran@everydayhealthinc.om	Trade				\$218,074.81
29	Sodexo Inc. & Affiliates Attn: General Counsel 3847 Crum Rd. Youngstown, OH 44515	Sodexo Inc. & Affiliates Attn: General Counsel PHONE: (330) 470-2552 FAX: (330) 270-2552 EMAIL: heather.latone@sodexo.com	Trade				\$192,166.99
30	Westfield Corporation Attn: General Counsel 4905 Old Orchard Center Suite 066 Skokie, IL 60077	Westfield Corporation Attn: General Counsel PHONE: (310) 575-5942 FAX: EMAIL: patricia.ross@urw.com	Landlord				\$186,814.53

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

Fill in this information to identify the case and this filing:	
Debtor Name	Destination Maternity Corporation
United States Bankruptcy Court for the:	District of Delaware
Case number (If known):	(State)

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors** 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration: List of Equity Security Holders, Corporate Ownership Statement, and Certification of Creditor Matrix

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

10/21/2019
MM/ DD/YYYY

/s/ Dave Helkey
Signature of individual signing on behalf of debtor

Dave Helkey

Printed name

Chief Financial Officer

Position or relationship to debtor

OMNIBUS WRITTEN CONSENT

October 20, 2019

The undersigned, being all of the members of the Board of Directors or the Member (as such term is defined in the applicable Governing Documents), as applicable (each, a “Governing Body”), of the applicable entity listed on Annex I attached hereto (each, a “Company,” and together, the “Companies”), hereby take the following actions and adopt the following resolutions pursuant to the bylaws, limited liability company agreement, or similar governing document, as applicable (in each case as amended or amended and restated, the “Governing Documents”) of each Company and the laws of the state of formation of each Company as set forth next to each Company's name on Annex I;

CHAPTER 11 FILING

WHEREAS each Governing Body has considered certain materials presented by each Company’s management and financial and legal advisors, including, but not limited to, materials regarding the liabilities and obligations of each Company, its liquidity, strategic alternatives available to it, and the effect of the foregoing on each Company’s business, and has had adequate opportunity to consult such persons regarding the materials presented, obtain additional information, and to fully consider each of the strategic alternatives available to each Company; and

WHEREAS each Governing Body has had the opportunity to consult with each Company’s management and the financial and legal advisors and consider each of the strategic alternatives available to each Company.

NOW, THEREFORE, BE IT RESOLVED that in the judgment of each Governing Body, it is desirable and in the best interests of each Company, that each Company shall be, and hereby is, authorized to file, or cause to be filed, voluntary petitions for relief (the “Chapter 11 Cases”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in a court of proper jurisdiction (the “Bankruptcy Court”) and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States; and

FURTHER RESOLVED that each Company’s appointed officers (collectively, the “Authorized Signatories”), acting alone or with one or more other Authorized Signatories be, and each of them hereby is authorized, empowered, and directed to execute and file on behalf of each Company all petitions, schedules, lists, and other motions, papers, or documents as necessary to commence the Chapter 11 Cases and obtain chapter 11 relief, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of each Company’s businesses.

CASH COLLATERAL AND ADEQUATE PROTECTION

WHEREAS each Company is party to that certain amended and restated senior secured revolving credit facility (the “Prepetition ABL Credit Agreement”), dated as of March 25, 2016, providing access to a credit facility with the lenders party thereto and Wells Fargo Bank, N.A., as administrative agent (the “Prepetition ABL Agent”), pursuant to which the lenders party thereto

have made certain loans and financial accommodations available to the Companies (as may be amended from time to time, the “Prepetition ABL Facility”);

WHEREAS each Company is party to that certain term loan credit agreement (the “Prepetition Term Loan Agreement”), dated as of February 1, 2018, providing access to a credit facility with the lenders party thereto and Pathlight Capital, LLC, as administrative agent (the “Prepetition Term Loan Agent”), pursuant to which the lenders party thereto have made certain loans and financial accommodations available to the Companies (as may be amended from time to time, the “Prepetition Term Loan Facility”);

WHEREAS each Company will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the “Cash Collateral”), which is security for certain prepetition secured lenders (collectively, the “Prepetition Secured Lenders”) under the Prepetition ABL Facility and Prepetition Term Loan Facility.

NOW, THEREFORE, BE IT FURTHER RESOLVED that in order to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, the Companies will provide certain adequate protection to the Prepetition Secured Lenders (the “Adequate Protection Obligations”), as documented in the proposed interim and final orders (the “Cash Collateral Orders”) and submitted for approval to the Bankruptcy Court;

FURTHER RESOLVED that the Company, as debtor and debtor in possession under the Bankruptcy Code be, and hereby is, authorized to incur the Adequate Protection Obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the Cash Collateral Orders;

FURTHER RESOLVED that each of the Authorized Signatories be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company to seek approval of the use of cash collateral pursuant to the Cash Collateral Orders, and, to the extent applicable to the Company, any Authorized Signatory be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, by or on behalf of the Company, as necessary or advisable to implement the Cash Collateral Orders, including providing for adequate protection to the Prepetition Secured Lenders in accordance with section 363 of the Bankruptcy Code, as well as any additional or further agreements for the use of cash collateral in connection with the Company’s Chapter 11 Cases, which agreement(s) may require the Company to grant adequate protection and security interests to the Prepetition Secured Lenders and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Signatory, in his absolute discretion approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and

FURTHER RESOLVED that each of the Authorized Signatories be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company to execute, deliver, and file any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of the Cash Collateral Orders or to take any other action which shall in his/her or their absolute discretion be necessary, desirable, proper, or

advisable to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by his/her, or their execution thereof.

RETENTION OF PROFESSIONALS

NOW, THEREFORE, BE IT FURTHER RESOLVED that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the following professionals on behalf of each Company: (a) the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP, as general bankruptcy counsel, (b) the law firm of Landis, Rath & Cobb LLP, as local counsel, (c) Greenhill & Co., Inc., as investment banker and financial advisor, (d) Berkeley Research Group, LLC, as restructuring advisor, (e) KPMG LLP, as tax restructuring advisor, (f) Prime Clerk LLC, as notice and claims agent, (g) Hilco Streambank LLC, as intellectual property advisor, (h) Gordon Brothers Retail Partners, LLC, as “store closing” consultant, (i) and any other legal counsels, accountants, financial advisors, restructuring advisors or other professionals the Authorized Signatories deem necessary, appropriate or advisable; each to represent and assist each Company in carrying out its duties and responsibilities and exercising its rights under the Bankruptcy Code and applicable law (including, but not limited to, the law firms filing any pleadings and responses); and in connection therewith, each of the Authorized Signatories be, and hereby is authorized, empowered and directed, in accordance with the terms and conditions hereof, to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to reach such services.

APPOINTMENT OF CHIEF RESTRUCTURING OFFICER

WHEREAS, after discussion with management and the financial and legal advisors of the Companies regarding the retention of a Chief Restructuring Officer, the Governing Body of Destination Maternity Corporation (the “Corporation” and, such Governing Body, the “Board”) has determined that, in the judgment of the Board, it is desirable and in the best interests of the Corporation that the Corporation appoint a Chief Restructuring Officer.

NOW, THEREFORE, BE IT FURTHER RESOLVED that pursuant to Article IV, Section 1 of the Bylaws of the Corporation, the Board hereby creates the office of Chief Restructuring Officer (the “CRO”);

FURTHER RESOLVED that the CRO shall have such authority with respect to the Companies as is described in the Engagement Letter, substantially in the form annexed hereto as **Annex II**, by and among the Corporation (on behalf of itself and its subsidiaries) and Berkeley Research Group, LLC (the “Engagement Letter”);

FURTHER RESOLVED that Robert J. Duffy is appointed to the office of CRO, to hold such office until the earlier of his resignation or removal by the Board in accordance with the terms and conditions of the Engagement Letter;

FURTHER RESOLVED that the Engagement Letter is hereby approved and any of the Authorized Signatories, acting alone or with one or more other Authorized Signatories, be, and each of them hereby is, authorized, empowered, and directed to execute, deliver, and perform the Corporation’s obligations under the Engagement Letter on behalf of the Corporation and in its

name with such changes therein or additions, deletions, or modifications thereto as the Authorized Signatory signing the same may approve, such approval to be conclusively evidenced by such Authorized Signatory's execution and delivery of the Engagement Letter;

FURTHER RESOLVED that the Engagement Letter, when executed and delivered, shall be the valid obligation of, and binding on, the Corporation in the form and content in which it is so executed; and

FURTHER RESOLVED that Mr. Duffy shall report to the Board, and shall serve at the pleasure and direction of the Board or any Governing Body, as applicable, in accordance with the terms and conditions of the Engagement Letter and as set forth herein.

GENERAL

NOW, THEREFORE, BE IT RESOLVED that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each of the Authorized Signatories (and their designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of each Company, to take or cause to be taken any and all such other and further action to: execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents; and pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein;

FURTHER RESOLVED that each Governing Body has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of each Company, or hereby waive any right to have received such notice;

FURTHER RESOLVED that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of each Governing Body; and

FURTHER RESOLVED that each of the Authorized Signatories (and their designees and delegates) be and hereby is authorized and empowered to take all actions or to not take any action in the name of each Company with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Signatory shall deem necessary or desirable in such Authorized Signatory's reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

* * * * *

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

/s/ Eugene Davis

Eugene Davis

/s/ Lisa Gavales

Lisa Gavales

/s/ Gregory W. Kleffner

Gregory W. Kleffner

/s/ Anne-Charlotte Windal

Anne-Charlotte Windal

Being all of the directors of:

Destination Maternity Corporation

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

DESTINATION MATERNITY CORPORATION

By: /s/ Dave Helkey

Name: Dave Helkey

Title: Chief Financial Officer

Being the Member of:

DM Urban Renewal, LLC

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

/s/ Lisa Gavales

Lisa Gavales

/s/ Dave Helkey

Dave Helkey

Being all of the directors of:

Mothers Work Canada, Inc.

ANNEX I

Company	Jurisdiction
Destination Maternity Corporation	Delaware
Mothers Work Canada, Inc.	Delaware
DM Urban Renewal, LLC	New Jersey